

PUBLIC EXHIBIT VOLUME

THE GLENMEDE TRUST COMPANY OF DELAWARE

**APPLICATION FOR A CERTIFICATE
OF PUBLIC CONVENIENCE
AND ADVANTAGE**

**with respect to a
Limited Purpose Trust Company
pursuant to
Subchapter V of Chapter 7
of Title 5 of the Delaware Code**

June 18, 2020

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**NOTICE OF INTENTION TO FORM
A LIMITED PURPOSE TRUST COMPANY TO BE KNOWN AS
THE GLENMEDE TRUST COMPANY OF DELAWARE**

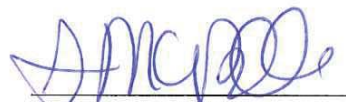
This 18 day of June, 2020, pursuant to the provisions of 5 Del. C. §§ 724 and 776, NOTICE IS HEREBY GIVEN of the intent of the undersigned, who have associated themselves by the attached Articles of Association, to form a limited purpose trust company to be named The Glenmede Trust Company of Delaware, to be located in Wilmington, New Castle County, Delaware, and having capital stock of Five Hundred Thousand Dollars (\$500,000).



Mark V. Purpura



Jeanette Jennings



Shannon McBride

Date: June 18, 2020

EXHIBIT A

STATE OF DELAWARE

OFFICE OF THE STATE BANK COMMISSIONER




Application for Certificate of Public Convenience and Advantage
with Respect to A Limited Purpose Trust Company Pursuant to
Subchapter V of Chapter 7 of Title 5 of the Delaware Code

PROPOSED TITLE	The Glenmede Trust Company of Delaware				
STREET ADDRESS	20 Montchanin Road, Suite 2000	CITY	Wilmington		
COUNTY	New Castle County	STATE	Delaware	ZIP CODE	19807

We, the undersigned, prospective incorporators, being natural persons of lawful age, hereby apply for a Certificate of Public Convenience and Advantage with respect to the proposed limited purpose trust company we seek to organize. We represent that the Trust Company (1) will be operated in a manner so as not to attract customers from the general public in the State to the substantial detriment of existing banks or trust companies located in this State other than corporations established under Subchapter V, Chapter 7, Title 5, provided that the Trust Company may be operated in a manner likely to attract and retain customers with whom any affiliate of the Trust Company has or has had business relations, and (2) will maintain its headquarters in the State of Delaware. On behalf of the Trust Company, we specifically agree that the Trust Company will be bound by the conditions set forth in Subchapter V, Chapter 7, Title 5, Delaware Code.

In making this application none of the prospective incorporators are acting as agents for other persons undisclosed to the State Bank Commissioner. In support of this application, we hereby make the following statements and representations and submit the following information for the purpose of inducing the State Bank Commissioner to issue such Certificate of Public Convenience and Advantage:

THE UNDERSIGNED HEREBY CERTIFIES that the statements contained herein are true

SIGNATURE	NAME AND PLACE OF RESIDENCE
	Mark V. Purpura 5 3rd Street Rehoboth Beach, Delaware 19971
	Jeanette Jennings 15 Shellbark Drive Bear, Delaware 19701
	Shannon McBride 309 Wheatsheaf Drive New Castle, Delaware 19720

I. FINANCIAL INFORMATION			
A. PRO FORMA STATEMENT OF CONDITION - BEGINNING OF BUSINESS			
ASSETS		LIABILITIES AND CAPITAL	
Description	AMOUNT	Description	AMOUNT
Cash	\$11,000,000	LIABILITIES	
Securities	0		
Loans	0		
Premises	0	TOTAL LIABILITIES	
Furniture, fixtures and equipment	0	CAPITAL AND SURPLUS	\$11,000,000
Net organization expense (Same as 1E)	0	Total Capital Accounts (Same as II)	\$11,000,000
TOTAL ASSETS	\$11,000,000	TOTAL LIABILITIES AND CAPITAL	\$11,000,000

B. PREMISES TO BE OCCUPIED BY THE LIMITED PURPOSE TRUST COMPANY
DESCRIPTION OF PREMISES

The Glenmede Trust Company of Delaware (the "Limited Purpose Trust Company" or "Trust Company") will be located at 20 Montchanin Road, Suite 2000, Wilmington, Delaware 19807. The Limited Purpose Trust Company will share office space with its affiliate, The Glenmede Trust Company, N.A. ("Glenmede, N.A."). The premises consist of approximately 12,685 square feet of office space, which includes (i) suitable desk space for employees, including individual offices for the officers located there, (ii) an appropriately sized conference room, (iii) a reception area, and (iv) common space for business equipment. The Limited Purpose Trust Company will enter into a shared services agreement (the "Shared Services Agreement - GTC") with Glenmede, N.A. which will, among other things, provide that a portion of its office space and facilities will be available for use by the Limited Purpose Trust Company for the operation of the Limited Purpose Trust Company's business. A form of the Shared Services Agreement – GTC is attached as Exhibit 1 to the Confidential Section of this Application. A copy of the lease for the premises is attached at Exhibit 2 to the Confidential Section of this Application.

Copies of any lease should be submitted for the confidential use of the State Bank Commissioner. Except where State law obviates the need, a clause similar to the following should be incorporated in all leases drawn for a term exceeding one year in connection with this application:

"Notwithstanding any other provisions contained in this lease, in the event the Lessee is closed or taken over by the banking authority of the State of Delaware, or other bank supervisory authority, the Lessor may terminate the lease only with the concurrence of such banking authority or other bank supervisory authority, and any such authority shall in any event have the election either to continue or to terminate the lease. Provided, that in the event this lease is terminated, the maximum claim of Lessor for damages or indemnity for injury resulting from the rejection or abandonment of the unexpired term of the lease shall in no event be in an amount exceeding the rent reserved by the lease, without acceleration, for the year next succeeding the date of the surrender of the premises to the

Lessor, or the date of re-entry of the Lessor, whichever first occurs, whether before or after the closing of the bank, plus an amount equal to the unpaid rent accrued, without acceleration up to such date.”

DO PROPOSED FIXED ASSET EXPENDITURES CONFORM TO STATUTORY LIMITATIONS?
X YES ___ NO (If no, describe the deficiency and management's plan to correct it.)

I. FINANCIAL INFORMATION (Continued)

D. FULL DISCLOSURE OF INSIDER TRANSACTIONS

Full disclosure will be required in writing to all directors and shareholders concerning all insider transactions including fixed asset involvements and attorney, consultant and similar fees in excess of \$5,000. If such disclosure has been made, attach a copy thereof, indicate to whom the disclosure was made, and the date of such disclosure. If disclosure has not been made, indicate plans in this regard.

The following disclosure will be made to each of the Board of Directors and the sole stockholder of the Limited Purpose Trust Company at their first meetings:

The chairman of the meeting will disclose that the Limited Purpose Trust Company will enter into (i) the Shared Services Agreement - GTC with Glenmede, N.A. in connection with the provision of services to the Limited Purpose Trust Company, and (ii) a Shared Services Agreement with Glenmede Investment Management LP ("GIM"), a Pennsylvania limited partnership registered with the Securities and Exchange Commission as an investment advisor under the Investment Advisors Act of 1940, in connection with the provision of investment services to the Limited Purpose Trust Company (the "Shared Services Agreement - GIM", and jointly with the Shared Services Agreement – GTC, the "Shared Services Agreements").

The chairman of the meeting will provide to the Board of Directors and the sole stockholder of the Limited Purpose Trust Company, as applicable at each such meeting, copies of the Shared Services Agreements. A form of the Shared Services Agreement – GIM is attached as Exhibit 3 to the Confidential Section of this Application.

I. FINANCIAL INFORMATION (Continued)

E. ORGANIZATION EXPENSES

INSTRUCTIONS: List all expenses related to the organization of the limited purpose trust company. Include all expenses paid, additional costs anticipated prior to the opening date, and any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date.

IMPORTANT: If legal or other fees appear to be excessive in volume or amount, supportive documentation will be required.

NAME OF RECIPIENT	ASSOCIATION WITH LIMITED PURPOSE TRUST COMPANY Mark appropriate column			TYPE OF RELATIONSHIP (Specify Director, Officer, 5% stockholder, or their relatives. Designate any business interests of the aforementioned)	AMOUNT
	Direct	Indirect	None		
Attorney Fees					\$ 0
1. TOTAL ATTORNEY FEES					\$ 0
Consultant Fees:					\$ 0
2. TOTAL CONSULTANT FEES					\$ 0
3. TOTAL PRE-OPENING SALARIES					\$ 0
4. TOTAL PRE-OPENING TRAVEL AND ENTERTAINMENT					\$ 0
5. TOTAL APPLICATION AND INVESTIGATION FEES					\$ 0
Other Expenses: (Describe in detail any item in excess of \$1,000)					
					\$ 0
6. TOTAL OTHER EXPENSES					\$ 0
Total Organization Expenses (Sum of lines 1 thru 6 above)					\$ 0
Pre-opening income					\$ 0
NET TOTAL					\$ 0
DESCRIBE SOURCE OF PRE-OPENING INCOME					
None					

DESCRIBE HOW ORGANIZATION EXPENSES WILL BE PAID

The Glenmede Corporation will pay all expenses related to the organization of the Limited Purpose Trust Company. For this reason, the amount of organizational expenses were not included in Part I.A or Part III of this Application.

F. PREDECESSOR INSTITUTION

INSTRUCTIONS: Set forth below a brief history of the operations of any institution the assets and liabilities of which are to be assumed in whole or part by the Proposed Limited Purpose Trust Company, such institution herein referred to as the Predecessor Institution. This history should include the date of organization and full information on any mergers, consolidations, conversions, reorganizations, recapitalization programs, guaranties or guaranty bonds executed, capital contributions, liability assumptions, subordinations of claim, and so forth, which have occurred during the past ten years.

The Limited Purpose Trust Company will not assume assets or liabilities of predecessor institutions, but certain trusts administered by The Glenmede Trust Company, N.A. may be transferred to the Limited Purpose Trust Company.

II. ADEQUACY OF THE CAPITAL STRUCTURE

PROPOSED PAID-IN CAPITAL STRUCTURE

IMPORTANT: Upon organization, the proposed limited purpose trust company will not refinance, directly or indirectly, any loan, advance, or credit extension originally made by an existing financial institution, or others, to any subscriber or shareholder for the purpose of obtaining funds to purchase stock in the proposed limited purpose trust company.

DESCRIPTION	AMOUNT
Common capital (100,000 shares of common stock @ \$5.00 par value)	\$500,000
Surplus	\$10,500,000
Retained Earnings	\$0
Other capital segregations	\$0
TOTAL	\$11,000,000
	SALE PRICE PER SHARE \$110
LIST AMOUNTS AND RECIPIENTS OF ANY FEES OR COMMISSIONS IN CONNECTION WITH THE SALE OF STOCK None.	

NOTE: Attach a copy of the stock subscription form which will be used in connection with the issuance of capital stock. A substantially complete list of stock subscribers will have to be submitted before the application can be processed.

A form of the Stock Subscription Agreement is attached as Exhibit 1 to the Public Section of this Application. The Glenmede Corporation will be the sole subscriber for stock in the Limited Purpose Trust Company.

III. FUTURE EARNINGS PROSPECTS

The prospective incorporators are of the opinion that within a reasonable period after commencement of business, the earnings of the proposed limited purpose trust company will be sufficient to cover all operating expenses, losses and charge-offs and to provide a reasonable return to shareholders.

ESTIMATED INCOME AND EXPENSES

INSTRUCTIONS: Describe in Comments below or in the CONFIDENTIAL SECTION the assumption on which the estimated income and the expense estimates are based.

DESCRIPTION	ESTIMATED AMOUNT		
	First Year	Second Year	Third Year
Gross Income	\$2,440,000	\$4,750,000	\$6,280,000
EXPENSES			
1. Salaries and benefits			
2. Interest	0	0	0
4. Furniture and equipment (depreciation, rental, maintenance, etc.)			
5. Provision for loan losses			
6. Other operating expenses:			
Advertising	150,000	71,000	94,000
Telephone			
Legal	75,000	50,000	30,000
Postage			
Computer services (information services)			
Directors' fees	100,000	105,000	110,000
Assessments by regulatory authorities	25,000	58,000	75,000
Miscellaneous	2,115,000	3,844,000	5,025,000
7. Net organization expenses (1st year only. Should agree with 1E).	0	0	0
TOTAL ESTIMATED EXPENSES	2,465,000	4,128,000	5,334,000
ESTIMATED NET PROFIT OR (LOSS)	\$(25,000)	\$622,000	\$946,000
OCCUPANCY EXPENSE:			
Rent			
Depreciation			
Repairs			
Maintenance (including building staff salaries)			
Insurance			
Taxes on real estate			
Utilities (heat, light, power, etc.)			
Other occupancy cost			
TOTAL OCCUPANCY EXPENSES			
Less: Rental Income	0	0	0
Net occupancy cost (should agree with line 3 above)			

NOTE: The above schedule should be completed on the basis of utilization of an accrual accounting system of bookkeeping which the applicant agrees to adopt.

COMMENTS

"Assessments by regulatory authorities" includes anticipated bank franchise taxes and examination

fees.

“Miscellaneous” expenses include the aggregate cost of services and shared office space that will be provided by affiliates of the Limited Purpose Trust Company through the Shared Services Agreements, including salaries and benefits, incentive compensation charges, investment services, furniture and equipment, telephone, computer (information) services and net occupancy expense. For a more detailed explanation of "Miscellaneous" expenses, please see Exhibit 4 attached to the Confidential Section of this Application. For an example of how "Miscellaneous" expenses are calculated, please see Exhibit 5 attached to the Confidential Section of this Application.

IV. GENERAL CHARACTER OF THE MANAGEMENT

A. DIRECTORS, OFFICERS, AND SHAREHOLDERS

INSTRUCTIONS: List alphabetically, by group, all Directors, Non-Director Officers, and any others owning or subscribing to 5% or more of the proposed capital. Indicate the status of each individual listed by checking the appropriate box at left. D--Director, O--Officer and S--Shareholder. If disclosure of any of the proposed officers of the proposed limited purpose trust company would jeopardize current employment, include the information in the Confidential Section.

STATUS (Check)	NAME AND ADDRESS (Including ZIP Code)	OCCUPATION	TITLE
D	The Glenmede Corporation 1650 Market Street, Suite 1200 Philadelphia, PA 19103	N/A	Stockholder
O			
S <input checked="" type="checkbox"/>			
D <input checked="" type="checkbox"/>	Denise Murray Hayden 1650 Market Street, Suite 1200 Philadelphia, PA 19103	Managing Director, The Glenmede Trust Company, N.A.	Director; Managing Director & Director of Fiduciary Practices
O <input checked="" type="checkbox"/>			
S			
D <input checked="" type="checkbox"/>	Neal J. Howard, Esq. 20 Montchanin Road, Suite 2000 Wilmington, DE 19807	Former Chief Fiduciary Counsel, The Glenmede Trust Company, N.A.	Director
O			
S			
D <input checked="" type="checkbox"/>	John F. McCabe, IV 1650 Market Street, Suite 1200 Philadelphia, PA 19103	Managing Director & Chief Fiduciary Counsel, The Glenmede Trust Company, N.A.	Director; Secretary, Managing Director & Chief Fiduciary Counsel
O <input checked="" type="checkbox"/>			
S			
D <input checked="" type="checkbox"/>	John F. Porter, III 20 Montchanin Road, Suite 2000 Wilmington, DE 19807	Director, The Glenmede Corp.; former Chief Executive Officer of Delaware Trust Company	Director; Chairman of the Board
O			
S			
D <input checked="" type="checkbox"/>	Geoffrey M. Rogers 20 Montchanin Road, Suite 2000 Wilmington, DE 19807	Delaware Regional Director and Managing Director, The Glenmede Trust Company, N.A.	Director; President and CEO
O <input checked="" type="checkbox"/>			
S			
D	Raj Tewari 1650 Market Street, Suite 1200 Philadelphia, PA 19103	Managing Director & Treasurer, The Glenmede Trust Company, N.A.	Managing Director & Treasurer
O <input checked="" type="checkbox"/>			
S			
D	David Zakielarz 20 Montchanin Road, Suite 2000 Wilmington, DE 19807	Managing Director, The Glenmede Trust Company, N.A.	Managing Director
O <input checked="" type="checkbox"/>			
S			

NOTE: The applicant should be aware of prohibited management interlocks under Title II of the Financial Institutions Regulatory and Interest Rate Control Act of 1978.

IV. GENERAL CHARACTER OF THE MANAGEMENT (Continued)

DISCUSS CHANGES CONTEMPLATED IN THE PROPOSED DIRECTORATE OR ACTIVE MANAGEMENT DURING THE FIRST YEAR (If none, so state)

NONE

IMPORTANT: Prompt written notification must be given to the State Bank Commissioner if changes in the directorate, active management, or in the ownership of 5% or more of the common stock are made or planned prior to opening or within the first three years of the limited purpose trust company's operation.

B. COMMITTEES

ADMINISTRATIVE REVIEW COMMITTEE

NAMES OF MEMBERS	DUTIES
<p>Jason Susini, Chair Nikki Durand Denise Murray Hayden Marla Leazier, Secretary John McCabe Geoffrey Rogers</p>	<p>The proposed Administrative Review Committee will ensure the proper investment and administration of all client accounts and will fulfill the functions of the "trust committee" enumerated under the FDIC Statement of Principles of Trust Department Management. For an overview of the Limited Purpose Trust Company board governance and committee structure, please see the proposed structure chart attached as Exhibit 6 to the Confidential Section of this Application. The proposed Charter for the Administrative Review Committee is attached as Exhibit 7 to the Confidential Section of this Application.</p>

FIDUCIARY PRACTICES COMMITTEE

NAMES OF MEMBERS	DUTIES
<p>Jason Susini, Chair Nikki Durand Denise Murray Hayden Marla Leazier, Secretary John McCabe Geoffrey Rogers</p>	<p>The proposed Fiduciary Practices Committee will oversee the practices for proper administration of all requests that require the Limited Purpose Trust Company, as fiduciary, to exercise discretion under the terms of a governing instrument or applicable law. The proposed Charter for the Fiduciary Practices Committee is attached as Exhibit 8 to the Confidential Section of this Application.</p>

AUDIT COMMITTEE	
<p>NAMES OF MEMBERS</p> <p>John (Jack) Porter Neal Howard</p>	<p>DUTIES</p> <p>The proposed Charter for the Audit Committee is attached as Exhibit 9 to the Confidential Section of this Application.</p>

C. FIDELITY COVERAGE

The applicant limited purpose trust company will at all times maintain sufficient surety bond coverage on its active officers and employees to conform with generally accepted administrative practices and will at all times maintain an excess employee dishonesty bond in the amount of \$1,000,000 or more.

D. REPRESENTATIONS

1. Are the prospective incorporators acting as representative of or on behalf of any other person, partnership, association or corporation?
 X Yes No (If Yes, explain in Comments below.)

2. Are the prospective incorporators, directly or indirectly, party to any written or oral agreement or understanding providing for sale of the assets of the proposed limited purpose trust company to, or merging or consolidating the proposed limited purpose trust company with, any other financial institution?
 Yes X No (If Yes, explain in Comments below.)

COMMENTS

The incorporators are representing The Glenmede Corporation, which will be the sole stockholder of the Limited Purpose Trust Company. The incorporators are employees of Richards, Layton & Finger, P.A., the law firm representing the sole stockholder and its affiliates in the preparation and filing of this Application.

V. PUBLIC CONVENIENCE AND ADVANTAGE

INSTRUCTIONS: The proponents are responsible for developing the Legal factor Public Convenience and Advantage in a way which clearly shows the economic support and justification for the Proposed Limited Purpose Trust Company. Submit such data that you feel is relevant to the proposal. Such information submitted in support of your application will be included in the public file.

The proponents are of the opinion that the interest of the public and the State of Delaware would be served by the establishment of the proposed Limited Purpose Trust Company.

The Limited Purpose Trust Company will comply with all applicable provisions of Delaware law and will be operated in a manner so as not to attract customers from the general public in Delaware to the substantial detriment of existing banks or trust companies located in Delaware other than other limited purpose trust companies formed under Delaware law (although it may operate as provided in 5 Del. C. § 777(b) in a manner likely to attract and retain customers with whom it or any of its affiliates have or have had business relations).

The services offered by the Limited Purpose Trust Company initially will be limited to personal trust administration and related services, as detailed in the Business Plan attached as Exhibit 10 to the Confidential Section of this Application. The Limited Purpose Trust Company will offer its services to its customers and the customers of its affiliates. In the event that the Limited Purpose Trust Company expands its services, additional capital will be contributed to the Limited Purpose Trust Company as appropriate.

The Limited Purpose Trust Company will not adversely affect, but rather will serve, the convenience and needs of the public and the State of Delaware. While the Limited Purpose Trust Company will be unable to compete generally in the Delaware market, it will serve the community in other ways. The establishment of the Limited Purpose Trust Company by The Glenmede Corporation in the State of Delaware will contribute to the recognition of Delaware's reputation as an attractive jurisdiction in which to form a state-chartered trust company and to create and administer trusts.

The Glenmede Trust Company, N.A. currently employs in Delaware on a full-time basis fifteen (15) employees, of which approximately six (6) initially will be shared employees with the Limited Purpose Trust Company (initially three (3) full-time equivalent employees). The Limited Purpose Trust Company plans to grow over time. There will also be a benefit to Delaware through revenues from personal income tax and income to the Limited Purpose Trust Company taxed under the bank franchise tax.

For additional information on The Glenmede Corporation and its affiliates, and their business and financial condition, please see its most recent audited financial statements that are attached as Exhibit 11 to the Confidential Section of this Application.

EXHIBIT 1

STOCK SUBSCRIPTION AGREEMENT

The undersigned hereby agrees to subscribe for the common stock of a limited purpose trust company being formed under Chapter 7 of Title 5 of the Delaware Code under the name of The Glenmede Trust Company of Delaware (the "Trust Company") for the purposes of conducting a limited purpose trust company business. The undersigned agrees to purchase the number of shares of common stock of the Trust Company set forth below and to pay One Hundred and Ten Dollars (\$110) in cash for each share, which shall have a par value of Five Dollars (\$5.00) per share, upon the issuance of such shares of common stock by the Trust Company. The shares of common stock of the Trust Company to be purchased pursuant to this Agreement will constitute fully paid and nonassessable shares of common stock in the Trust Company.

This Agreement shall be governed by and construed under the laws of the State of Delaware (without regard to conflict of laws principles), all rights and remedies being governed by said laws.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Agreement as of the date set forth below.

Witness:

THE GLENMEDE CORPORATION

By: _____(SEAL)

Name:

Title:

No. of Shares: 100,000

Dated: _____, 2020

EXHIBIT B

**ARTICLES OF ASSOCIATION
OF
THE GLENMEDE TRUST COMPANY OF DELAWARE**

The subscribers hereto, having associated themselves with the intention of forming a limited purpose trust company under the provisions of Chapter 7 of Title 5 of the Delaware Code, do hereby adopt these Articles of Association:

FIRST. The limited purpose trust company shall be known as The Glenmede Trust Company of Delaware (hereinafter, the "Trust Company").

SECOND. The purpose for which the Trust Company is formed is to carry on a limited purpose trust company business, and in connection therewith the Trust Company shall have and possess all powers, rights, privileges and franchises incident to a limited purpose trust company and, in general, shall have the right, privilege and power to engage in any lawful act or activity, within or without the State of Delaware, for which limited purpose trust companies may be organized under the provisions of Chapter 7 of Title 5 of the Delaware Code, as the same may be amended from time to time, and, in addition, may avail itself of any additional privileges or powers permitted to it by law.

THIRD. The Trust Company's place of business shall be located in Greenville, New Castle County, Delaware.

FOURTH. The amount of the capital stock of the Trust Company shall be Five Hundred Thousand Dollars (\$500,000.00) divided into 100,000 shares of common stock with a par value of Five Dollars (\$5.00) per share, and the amount of initial capital surplus shall be Ten Million Five Hundred Thousand Dollars (\$10,500,000.00).

FIFTH. The number of directors of the Trust Company that shall constitute the Board of Directors of the Trust Company shall be five (5).

SIXTH. The Trust Company shall have a perpetual existence.

SEVENTH. The private property of the stockholders of the Trust Company shall not be subject to the payment of the debts of the Trust Company.

EIGHTH. The first set of Bylaws shall be adopted at the organization meeting of incorporators, but the Board of Directors shall have the power to make, alter or repeal the Bylaws of the Trust Company thereafter, except to the extent that the Bylaws adopted by the stockholders may otherwise provide.

NINTH. The business and affairs of the Trust Company shall be managed by the Board of Directors, and elections of directors need not be by written ballot unless the Bylaws of the Trust Company so provide.

TENTH. A director of the Trust Company shall not be liable to the Trust Company or its stockholders for monetary damages for breach of fiduciary duty as a director,

except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Trust Company hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ELEVENTH. The first meeting of the incorporators shall be called by a notice signed by Mark V. Purpura, an incorporator, or by a majority of the incorporators, if such notice is not waived by the incorporators.

TWELFTH. The Trust Company shall have the right to amend, alter, change or repeal any provision contained in the Articles of Association or its Certificate of Incorporation to the extent and in the manner now or hereafter permitted or prescribed by law.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned, constituting all of the incorporators of the Trust Company, do hereby associate themselves with the intention of forming a limited purpose trust company under the provisions of Chapter 7 of Title 5 of the Delaware Code and, accordingly, have hereunto set their hands under legal seal this __ day of _____, 2020.

<u>Incorporator</u>	<u>Residence and Post Office Address</u>	<u>Number of Shares Subscribed to</u>
_____[L.S.] Mark V. Purpura	5 3rd Street Rehoboth Beach, Delaware 19971	0
_____[L.S.] Jeanette Jennings	15 Shellbark Drive Bear, Delaware 19701	0
_____[L.S.] Shannon McBride	309 Wheatsheaf Drive New Castle, Delaware 19720	0

STATE OF DELAWARE)
) SS.
NEW CASTLE COUNTY)

ON THIS ____ day of _____, 2020, personally appeared before me, the
Subscriber, a Notary Public for the State and County aforesaid, Mark V. Purpura, Jeanette
Jennings and Shannon McBride, the individuals signing the annexed Articles of Association,
known to me to be the persons whose names are subscribed to the foregoing instrument, and
acknowledged the same to be their act and deed, and that they executed the same for the
purposes therein contained.

Notary Public

EXHIBIT C

PROPOSED FORM OF PUBLIC NOTICE

**NOTICE OF INTENTION TO FORM A LIMITED PURPOSE TRUST COMPANY
TO BE KNOWN AS THE GLENMEDE TRUST COMPANY OF DELAWARE**

The State Bank Commissioner hereby gives notice of a public hearing to consider the application of Mark V. Purpura, Jeanette Jennings and Shannon McBride to be filed for a Certificate of Public Convenience and Advantage with respect to the formation of The Glenmede Trust Company of Delaware. A Notice of Intention to form The Glenmede Trust Company of Delaware was filed in the Office of the State Bank Commissioner on _____, 2020. The Glenmede Trust Company of Delaware will have capital stock in the amount of \$500,000 and will be located in Wilmington, New Castle County, Delaware.

The public hearing will commence at _____ a.m., on _____, 2020, in [_____].
The hearing is to be conducted pursuant to the provisions of 5 Del. C. § 777 and Regulations 701 and 702 of the State Bank Commissioner.

A copy of the proposed form of application for a Certificate of Public Convenience and Advantage is on file in the Office of the State Bank Commissioner at 1110 Forrest Avenue, Dover, Delaware 19904, and the non-confidential portions thereof are available for inspection during regular office hours.

Interested parties have the right to present evidence, to be represented by counsel and to appear personally or by other representatives at the hearing. Any person wishing to present testimony at the hearing is requested to register with the State Bank Commissioner in advance of the hearing. The State Bank Commissioner's decision will be based upon evidence received.

** To be published once a week for two successive weeks in at least two Delaware newspapers of general circulation designated by the State Bank Commissioner.*

EXHIBIT D

DocuSign Envelope ID: F19FDB3F-B7A1-44B9-AADE-22F631DA7EE0

**CERTIFICATION OF PRESIDENT AND SECRETARY OF
THE GLENMEDE CORPORATION**

The undersigned, Gordon B. Fowler, Jr., the President of The Glenmede Corporation (the "Corporation"), and Mary V. Burke, the Secretary of the Corporation, being duly sworn, hereby certify to the State Bank Commissioner of the State of Delaware that attached hereto as Exhibit "1" is a copy of resolutions of the Board of Directors of the Corporation that were duly adopted by the Board of Directors by written consent in lieu of a meeting dated June 17, 2020.

IN WITNESS WHEREOF, the undersigned have executed this certification as of June 17, 2020.

DocuSigned by:
Gordon Fowler
1B72F79FC29F10E...
President

This instrument was acknowledged before me on June 17, 2020

by _____
DocuSigned by:
Cynthia Dill Pinckney
F67D64F65FD140A...

Notary
June 17, 2020 | 3:04 PM EDT

CYNTHIA DILL PINCKNEY
Notary Public - Notary Seal
Commonwealth of Pennsylvania
Montgomery County
Commission Number 1204015
My Commission Expires 12/19/2020

DocuSigned by:
Mary V. Burke
9150B2689F194C3...
Secretary

This instrument was acknowledged before me on June 17, 2020

by _____
DocuSigned by:
Cynthia Dill Pinckney
F67D64F65FD140A...

Notary
June 17, 2020 | 3:08 PM EDT

CYNTHIA DILL PINCKNEY
Notary Public - Notary Seal
Commonwealth of Pennsylvania
Montgomery County
Commission Number 1204015
My Commission Expires 12/19/2020

EXHIBIT "1"
WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF THE GLENMEDE CORPORATION

[See attached]

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
THE GLENMEDE CORPORATION**

The undersigned, being all of the directors of The Glenmede Corporation, a Pennsylvania corporation (the "Company"), hereby adopt the following action by written consent in lieu of a meeting:

WHEREAS, the Company desires to establish a Delaware limited purpose trust company to be named The Glenmede Trust Company of Delaware ("GTCD") in connection with its personal trust administration business;

WHEREAS, for purposes of establishing GTCD, three incorporators are required to execute and file with the Office of the State Bank Commissioner of the State of Delaware (the "Commissioner"): (i) a Notice of Intention to Form a Limited Purpose Trust Company (a "Notice"), and (ii) an Application for Certificate of Public Convenience and Advantage with Respect to A Limited Purpose Trust Company Pursuant to Subchapter V of Chapter 7 of the Delaware Code (an "Application"); and

WHEREAS, the undersigned are satisfied that the establishment of GTCD is in the Company's best interests, and, accordingly, believes that the Notice and Application, in the forms approved by the Authorized Officers (as defined herein), should be approved and their filing with the Commissioner authorized.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the incorporators named in the Application, or such other incorporators that are employees of Richards, Layton & Finger, P.A., be, and each of them hereby is, authorized, empowered and directed, on behalf of the Company, to file the Notice and Application with the Commissioner in the forms approved by the Authorized Officers;

FURTHER RESOLVED, that any and all actions taken by the incorporators or the officers of the Company in connection with the preparation of the Notice or Application prior to the date hereof be and are hereby ratified, affirmed and approved in all respects; and

FURTHER RESOLVED, that in addition to and without limiting the foregoing, the incorporators and the officers of the Company be, and each of them hereby is, authorized to take, or cause to be taken, such further action and to execute and deliver, or cause to be

executed and delivered, for and in the name and on behalf of the Company, such further instruments and documents as any such officer may deem advisable to effect the purpose and intent of the foregoing resolutions; and


FURTHER RESOLVED, that the officers of the Company (each, an "Authorized Officer") be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to (i) prepare or cause to be prepared, and to approve, the forms of the Notice and Application, and (ii) take any action (including, without limitation, the payment of fees and expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such Authorized Officer or Authorized Officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and

FURTHER RESOLVED, that all actions previously taken by any officer, employee or agent of the Company in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

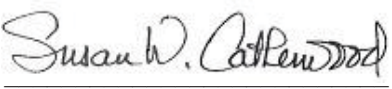
This Written Consent may be executed in one or more counterparts. Any director may give such director's consent in writing or by any means of electronic transmission permitted by law. This Written Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Company.

[Signature page follows]


IN WITNESS WHEREOF, the undersigned have executed this Written Consent on
the date set forth below his name.


Signature: 
Norman T. Callaway June 06, 2020 10:53 AM

Signature: 
James S. Pew June 12, 2020 6:57 PM

Signature: 
Susan W. Catherwood June 11, 2020 9:24 PM


Signature: 
J. Howard Pew, II June 04, 2020 6:00 PM

Signature: 
Rhonda R. Cohen June 05, 2020 10:55 AM

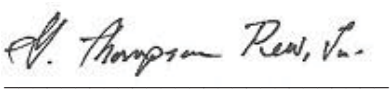
Signature: 
R. Anderson Pew June 04, 2020 8:49 PM

Signature: 
Aristides W. Georgantas June 11, 2020 7:38 PM

Signature: 
Sandy F. Pew June 06, 2020 1:37 PM

Signature: 
Ronald J. Naples June 15, 2020 1:05 PM

Signature: 
John F. Porter, III June 08, 2020 7:05 AM

Signature: 
G. Thompson Pew, Jr. June 04, 2020 3:20 PM

[Signature page to Written Consent Approving Filing of GTCD Notice of Intent & Application]